WARRELL RAYMOND P JR

Form 4

October 13, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WARRELL RAYMOND P JR Issuer Symbol GENTA INC DE/ [GETA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O GENTA 10/11/2010 below) INCORPORATED, 200 CONNELL Chairman & CEO **DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BERKELEY HEIGHTS, NJ 07922

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4	d of (Ľ))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/11/2010		С	644,932	A	\$ 0.0396	45,744,297 (1)	D	
Common Stock	10/11/2010		S	644,932	D	\$ 0.183	45,099,365	D	
Common Stock							635,187 (2)	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Person

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	iorD Se A D	Number of verivative ecurities cquired (A) or visposed of (D) nstr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	' (A	A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
15% Senior Convertible Promissory Note due June 9, 2011	\$ 0.0396	10/11/2010		С		25,539.31	10/07/2008	06/09/2011	Common Stock	64

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WARRELL RAYMOND P JR C/O GENTA INCORPORATED 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X		Chairman & CEO				

Signatures

/s/ Raymond P. Warrell, Jr. 10/11/2010 M.D.

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Includes 644,932 shares of common stock held in a joint account with Dr. Warrell's spouse, Dr. Itri and 768,817 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units, 44,094,361 shares of common stock issuable upon the conversion of Seniot Secured Convertible Promissory Notes due June 9, 2011 (the Notes) and 236,187 shares of common stock issuable upon the conversion of the Notes held by Dr. Warrell's IRA.
- (2) Includes 280,894 shares of common stock potentially issuable upon the vesting of currently outstanding restricted stock units and 354,293 shares of common stock issuable upon the conversion of the Notes held in Dr. Itri's IRA.

Remarks:

The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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